IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY PETITION No. 173 of 2006
In
COMPANY APPLICATION No. 467 of 2006

For Approval and Signature:

HONOURABLE MR.JUSTICE M.R. SHAH

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1 Whether Reporters of Local Papers may be allowed to see the judgment ?

2 To be referred to the Reporter or not ?

3 Whether their Lordships wish to see the fair copy of the judgment ?

4 Whether this case involves a substantial question of law as to the interpretation of the constitution of India, 1950 or any order made thereunder ?

5 Whether it is to be circulated to the civil judge ?

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UNIPHOS SEEDS AND BIOGENETICS PVT. LTD. - Petitioner(s)
Versus
. - Respondent(s)

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Appearance :
MRS SWATI SOPARKAR for Petitioner(s) : 1,
MR PURVISH J MALKAN for Respondent(s) : 1,

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CORAM : HONOURABLE MR.JUSTICE M.R. SHAH
Date : 11/12/2006

ORAL JUDGMENT

This is a petition filed by the above company for sanction of scheme of arrangement in the nature of amalgamation of Uniphos Seeds and Biogenetics Pvt.Ltd, Transferor Company with

Advanta India Limited, the Transferee Company under the provisions of Section 391 and 394 of the Companies Act, 1956. It is reported that the Transferee Company has its Registered Office at Bangalore and hence necessary proceedings have been taken out in the State of Karnataka.

2. It has been submitted that the petitioner is a Private Limited Company and belongs to the same group of management as that of the Transferee Company which is a closely held Public Limited Company. The Transferor Company is engaged in the business of developing, marketing and selling of bio-engineered seeds for premium crops and their hybrids, whereas the Transferee Company is engaged in the business of manufacturing and selling of seeds and it is one of the largest companies in the Indian seed market having a wide product range. Thus, it is submitted that both the companies are engaged in the similar line of commercial activities which

are complimentary to each other, and that the amalgamation is proposed to enable the amalgamated company to get synergic advantages. Necessary details of the advantages that would flow by virtue of the arrangement between these companies are narrated in the petition.

3. Having produced on record the consent letters/approval of the proposed scheme of amalgamation of the equity shareholders and unsecured creditors of the Transferor Company, by order dated 29.8.2006 passed in Company Application No. 467 of 2006 by the learned Single Judge of this Court meeting of the equity shareholders and unsecured creditors of the Transferor Company is dispensed with. It has also been pointed out that there is no secured creditor of the petitioner Company. Accordingly, the scheme has been put up for sanction of this Court by way of present petition. By order dated 12th September 2006, this petition was admitted

and the same had been duly advertised in the newspapers, 'Indian Express' [in English] and 'Sandesh' [in Gujarati], both Ahmedabad Editions on 22nd September 2006 and publication in Government Gazette was dispensed with as directed in the above order. Affidavit dated 18th October 2006 confirms the said compliance. No one has come forward with any objection to the said petition even after the publication.

4. Notice of the petition of the Transferor Company was served upon the Official Liquidator attached with this Court. The Official Liquidator has submitted his report dated 13th November 2006 wherein he has submitted that the affairs of the Transferor Company have not been conducted in a manner prejudicial to the interests of their Members or to the public interests.

5. Notice of the petition has also been

served upon the Central Government, and Shri JM Malkan, learned Assistant Solicitor General of India appears for the Central Government. Shri Malkan has placed on record an Affidavit dated 5th December 2006 filed by the Deputy Registrar of Companies along with the letter of Regional Director dated 4th December 2006 whereby it has been indicated that the Central Government has no objection to the sanction of the proposed scheme.

6. Considering the averments made in the Company Petition, Report of the Official Liquidator, Affidavit filed by the Deputy Registrar of Companies along with the letter addressed by the Regional Director, Mumbai, and considering the proposed Scheme of Amalgamation, and considering the fact that the proposed Scheme of Amalgamation has been approved by all concerned, and it also appears to the Court that the amalgamation would be in the interests of the companies, their shareholders and creditors, the

prayers in terms of Paragraph 22(a) of the petition is hereby granted.

7. The petition stands disposed of accordingly. So far as costs to be paid to the learned Central Government Standing Counsel is concerned, the same is quantified at Rs. 3500 and the same may be paid to Shri Malkan, learned Central Government Standing Counsel by the petitioner.

[M.R. Shah, J.]

RMR.